

815208

Merger  
filed 8-31-71

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1-15-208

**KARLSTADT CORPORATION**

For the purpose of the ESTATE STATE  
AND SHIPPERS, INC., BOWERY  
AND PROPERTIES, INC.,  
TOLLEDO PROPERTIES, INC.,  
NATIONAL PROPERTIES, INC.,  
AMERICAN CATALAN, INC., &  
BISON PROPERTIES, INC., all  
Delaware corporations, and none  
qualified into the above.

FILED IN OFFICE OF DEPARTMENT

RECEIVED 9-11-71

RICHARD BROWN STONE  
SECRETARY OF STATE



RICHARD [DICK] STONE  
SECRETARY OF STATE

STATE OF FLORIDA  
**Department of State**  
THE CAPITOL  
TALLAHASSEE 32304

ROY L. ALLEN, DIRECTOR  
DIVISION OF CORPORATIONS

September 2, 1971

C T Corporation System  
918 - 16th Street, Northwest  
Washington, D. C. 20006

Attention: Richard T. Rizzi

Gentlemen:

Subject: MARRIOTT CORPORATION

This will acknowledge receipt of the following documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$15.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger ~~or Consolidation~~ merging several corporations into the above.
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership

Enclosed please find:

- ☐ 1. Invoice No. \_\_\_\_\_ in the amount of \$ \_\_\_\_\_
- ☐ 2. Resident Agent Form (to be completed and returned for filing).
- ☐ 3. Certified copy (s)
- ☐ 4. Certificate Under Seal
- ☐ 5. Photocopy (s)
- ☐ 6. A refund of \$ \_\_\_\_\_ will be forwarded later
- ☐ 7. Enclosures or details of filing:

Filed: August 31, 1971.

Sincerely,

RICHARD (DICK) STONE  
Secretary of State

By  
Murray McLaughlin, Chief  
Bureau of Corporation Records

MM/ mb

A-594

S.R.C.

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N. W. - WASHINGTON, D. C. 20006

Re: MARRIOTT CORPORATION (Delaware)

Merged: EMPIRE STATE HOT SHOPPES, INC.

BOWERY BAY PROPERTIES, INC

IDLEWILD PROPERTIES, INC. 1107 (N)  
NATIONAL PROPERTIES, INC. 700

AMERICAN CATERERS, INC.

✓ BISON PROPERTIES, INC. *See New York*

Counsel: Robert B. Morris

Marriott Corporation

5161 River Road

Washington, D.C. 20016

ALG 307 9 - 56200 \*\*\*\*\*151

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

At the request of the above-named attorney we attach a certified copy of Certificate of Ownership and Merger on behalf of the subject surviving corporation which is qualified in your state, together with our check to cover the filing fee.

Please file the enclosed, furnishing us with the usual evidence.

~~Thank you~~ for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

By

Richard T. Rizzi

Assistant Secretary

RTR:W

Enclosure - Check \$15.00

**FOREIGN**

FILED  
AUG 31 4 13 PM '77  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
OFFICE SECRETARY OF STATE)

I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that I have on this day filed in this office duly authenticated copy of Agreement of Merger merging EMPIRE STATE HOT SHOPPES, INC., BOWERY RAY PROPERTIES, INC., IDLEWILD PROPERTIES, INC., NATIONAL PROPERTIES, INC., AMERICAN CATERERS, INC., and BISON PROPERTIES, INC., all Delaware corporations, into MARRIOTT CORPORATION, a Delaware corporation. Said merger has been perfected under the Laws of the State of Delaware.

GIVEN UNDER my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 31st Day of August, A. D., 1971.

SECRETARY OF STATE

A-594

S.R.L.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

EMPIRE STATE HOT SHOPPES, INC.  
BOWERY BAY PROPERTIES, INC.  
IDLEWILD PROPERTIES, INC.  
NATIONAL PROPERTIES, INC.  
AMERICAN CATERERS, INC.  
BISON PROPERTIES, INC.

INTO

MARRIOTT CORPORATION

MARRIOTT CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 10th day of July, 1929, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of EMPIRE STATE HOT SHOPPES, INC., a corporation incorporated on the 3rd day of December, 1957, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of BOWERY BAY PROPERTIES, INC., a corporation incorporated on the 4th day of October, 1965, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of IDLEWILD PROPERTIES, INC., a corporation incorporated on the 21st day of December, 1961, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of NATIONAL PROPERTIES, INC., a corporation incorporated on the 19th day of January, 1968, pursuant to the General Corporation Law of the State of Delaware.

A-594

S.R.C.



That this corporation owns all of the outstanding shares of the stock of AMERICAN CATERERS, INC., a corporation incorporated on the 24th day of August, 1955, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of BISON PROPERTIES, INC., a corporation incorporated on the 12th day of March, 1970, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the Board of Directors at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 23rd day of June, 1971, determined to and did merge into itself effective July 2, 1971 said EMPIRE STATE HOT SHOPPES, INC., BOWERY BAY PROPERTIES, INC., IDLEWILD PROPERTIES, INC., NATIONAL PROPERTIES, INC., AMERICAN CATERERS, INC., and BISON PROPERTIES, INC.:

RESOLVED, that MARRIOTT CORPORATION merge, and it hereby does merge into itself said EMPIRE STATE HOT SHOPPES, INC., BOWERY BAY PROPERTIES, INC., IDLEWILD PROPERTIES, INC., NATIONAL PROPERTIES, INC., AMERICAN CATERERS, INC., and BISON PROPERTIES, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective July 2, 1971, for accounting purposes.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said EMPIRE STATE HOT SHOPPES, INC., BOWERY BAY PROPERTIES, INC., IDLEWILD PROPERTIES, INC., NATIONAL PROPERTIES, INC., AMERICAN CATERERS, INC., and BISON PROPERTIES, INC. and assume their obligations and liabilities, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy

in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert E. Koehler, its Vice President, and attested by Robert B. Morris, its Secretary, this 28th day of July, 1971.

MARRIOTT CORPORATION

By

Robert E. Koehler  
Vice President

(CORPORATE SEAL)

ATTEST:

By

Robert B. Morris  
Secretary

STATE OF MARYLAND )

SS

COUNTRY OF MONTGOMERY)

Be it remembered that on this 28th day of July 1971 personally came before me, a Notary Public in and for the jurisdiction aforesaid, Robert E. Koehler, Vice President of Marriott Corporation, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Barbara J. Weiss  
Notary Public

(SECRETARIAL SEAL)

My Comm. Exp. July 1, 1974



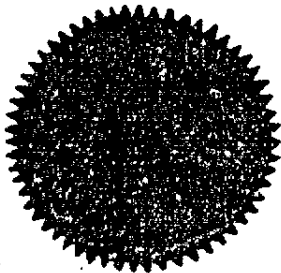


**Office of Secretary of State**

*I, Eugene Bunting, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Ownership of the "MARRIOTT CORPORATION", merging "EMPIRE STATE HOT  
SHOPPES, INC.", "BOWERY BAY PROPERTIES, INC.", "IDLEWILD PROPERTIES, INC.",  
"NATIONAL PROPERTIES, INC.", "AMERICAN CATERERS, INC." and "BISON PROPERTIES,  
INC.", pursuant to Section 253 of the General Corporation Law of the State of  
Delaware, as received and filed in this office the sixteenth day of August, A.D.  
1971, at 10 o'clock A.M.

FILED  
AUG 31 4 13 PM '71  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this sixteenth day  
of August in the year of our Lord  
one thousand nine hundred and seventy-one.



*Eugene Bunting*

Secretary of State

*R. H. Caldwell*

Asst. Secretary of State